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NASDAQ

THE NASDAQ STOCK MARKET
LISTING QUALIFICATIONS DEPARTMENT
8800 BLACKWELL ROAD
ROCKVILLE MD 20850

Gary N. Sundick
Vice President
Listing Qualifications

CERTNAS

1-33958

By Facsimile and First Class Mail

February 20, 2008

Ms. Cecile Peters
Chief, IT Services
Division of Corporation Finance
U.S. Securities and Exchange Commission
100 F Street, N.E.
Washington, D.C. 20549

Received SEC

FEB 20 2008

Washington, DC 20549

PROCESSED

FEB 25 2008

THOMSON
FINANCIAL

Dear Ms. Peters:

This is to certify that on February 12, 2008 The Nasdaq Stock Market (the "Exchange") received from RXi Pharmaceuticals Corporation (the "Registrant") a copy of the Registrant's application on Form 8-A 12(b) for the registration of the following security:

Common Stock, \$0.0001 par value

We further certify that the security described above has been approved by the Exchange for listing and registration.

We understand that the Registrant is seeking immediate acceleration of the effective date of registration, and we hereby join in such request.

Sincerely,

END